

EXHIBIT 2

EXHIBIT 2

Special Power of Attorney
(Negotiations of Timeshare Interest/Debt)

NOTICE TO PERSON EXECUTING DURABLE POWER OF ATTORNEY

A DURABLE POWER OF ATTORNEY IS AN IMPORTANT LEGAL DOCUMENT. BY SIGNING THE DURABLE POWER OF ATTORNEY, YOU ARE AUTHORIZING ANOTHER PERSON TO ACT FOR YOU, THE PRINCIPAL. BEFORE YOU SIGN THIS DURABLE POWER OF ATTORNEY, YOU SHOULD KNOW THESE IMPORTANT FACTS:

- YOUR AGENT (ATTORNEY-IN-FACT) HAS NO DUTY TO ACT UNLESS YOU AND YOUR AGENT AGREE OTHERWISE IN WRITING.
- THIS DOCUMENT GIVES YOUR AGENT THE POWERS TO MANAGE, DISPOSE OF, SELL, AND CONVEY YOUR REAL AND PERSONAL PROPERTY, AND TO USE YOUR PROPERTY AS SECURITY IF YOUR AGENT BORROWS MONEY ON YOUR BEHALF. THIS DOCUMENT DOES NOT GIVE YOUR AGENT THE POWER TO ACCEPT OR RECEIVE ANY OF YOUR PROPERTY, IN TRUST OR OTHERWISE, AS A GIFT, UNLESS YOU SPECIFICALLY AUTHORIZE THE AGENT TO ACCEPT OR RECEIVE A GIFT.
- YOUR AGENT WILL HAVE THE RIGHT TO RECEIVE REASONABLE PAYMENT FOR SERVICES PROVIDED UNDER THIS DURABLE POWER OF ATTORNEY UNLESS YOU PROVIDE OTHERWISE IN THIS POWER OF ATTORNEY.
- THE POWERS YOU GIVE YOUR AGENT WILL CONTINUE TO EXIST FOR YOUR ENTIRE LIFETIME, UNLESS YOU STATE THAT THE DURABLE POWER OF ATTORNEY WILL LAST FOR A SHORTER PERIOD OF TIME OR UNLESS YOU OTHERWISE TERMINATE THE DURABLE POWER OF ATTORNEY. THE POWERS YOU GIVE YOUR AGENT IN THIS DURABLE POWER OF ATTORNEY WILL CONTINUE TO EXIST EVEN IF YOU CAN NO LONGER MAKE YOUR OWN DECISIONS RESPECTING THE MANAGEMENT OF YOUR PROPERTY.
- YOU CAN AMEND OR CHANGE THIS DURABLE POWER OF ATTORNEY ONLY BY EXECUTING A NEW DURABLE POWER OF ATTORNEY OR BY EXECUTING AN AMENDMENT THROUGH THE SAME FORMALITIES AS AN ORIGINAL. YOU HAVE THE RIGHT TO REVOKE OR TERMINATE THIS DURABLE POWER OF ATTORNEY AT ANY TIME, SO LONG AS YOU ARE COMPETENT.
- THIS DURABLE POWER OF ATTORNEY MUST BE DATED AND MUST BE ACKNOWLEDGED BEFORE A NOTARY PUBLIC OR SIGNED BY TWO WITNESSES. IF IT IS SIGNED BY TWO WITNESSES, THEY MUST WITNESS EITHER (1) THE SIGNING OF THE POWER OF ATTORNEY OR (2) THE PRINCIPAL'S SIGNING OR ACKNOWLEDGMENT OF HIS OR HER SIGNATURE. A DURABLE POWER OF ATTORNEY THAT MAY AFFECT REAL PROPERTY SHOULD BE ACKNOWLEDGED BEFORE A NOTARY PUBLIC SO THAT IT MAY EASILY BE RECORDED.

YOU SHOULD READ THIS DURABLE POWER OF ATTORNEY CAREFULLY. WHEN EFFECTIVE, THIS DURABLE POWER OF ATTORNEY WILL GIVE YOUR AGENT THE RIGHT TO DEAL WITH PROPERTY THAT YOU NOW HAVE OR MIGHT ACQUIRE IN THE FUTURE. THE DURABLE POWER OF ATTORNEY IS IMPORTANT TO YOU. IF YOU DO NOT UNDERSTAND THE DURABLE POWER OF ATTORNEY, OR ANY PROVISION OF IT, THEN YOU SHOULD OBTAIN THE ASSISTANCE OF AN ATTORNEY OR OTHER QUALIFIED PERSON.

I/We, Abigail Messmer, hereby appoint ReedHein & Associates, LLC and its employees, or any one of them, as my/our agents (collectively "Agents") in connection with the negotiation and resolution of my/our timeshare interest as described below.

Timeshare/resort:

Contract Number: 6551689

Points [if applicable/known]: 145,000

Weeks [if applicable/known]:

My Agents' powers shall be limited to the following as they specifically and solely relate to the above-referenced timeshare interest:

1. Hire and fire attorneys on my behalf to aid in the negotiation and legal work necessary to settle any claim related to my timeshare interest, including, but not limited to, those made against me or asserted on my behalf with any secured creditor;
2. Pay such attorneys out of fees paid to Agents;
3. Direct any and all legal or other steps necessary to obtain a settlement of any claim, whether made against me or asserted on my behalf with any secured creditor, or such steps necessary to otherwise obtain a release from the obligations of the timeshare interest;
4. Have full and unfettered access to the legal files prepared and maintained on my behalf by any attorneys hired by Agent;
5. Direct and/or participate in the negotiation of any binding settlement agreement on my behalf, including, but not limited to, with any secured creditor; and
6. Prepare and file documents incident or pertinent to the above.

This Special Power of Attorney shall be construed narrowly and the listing of specific powers is intended to limit and restrict the powers granted in this Special Power of Attorney.

My Agents shall not be liable for any loss that results from a judgment error that was made in good faith in execution of the above powers. This document expires by its terms twenty-four (24) months after signing unless revoked earlier in writing.

[This space intentionally left blank]

This Power of Attorney shall become effective immediately and shall not be affected by my disability, incapacity or lack of mental competence, except as may be provided otherwise by an application of state statute. This is a Durable Power of Attorney.

THIS POWER OF ATTORNEY MAY BE REVOKED BY ME AT ANY TIME BY PROVIDING WRITTEN NOTICE TO MY AGENTS.

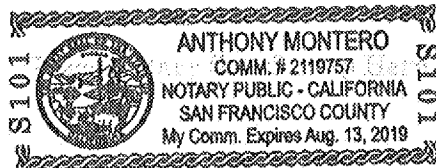
[Signature] Date: 4.3.18
Owner of timeshare

Date: _____
Owner of timeshare

Notarization

Before me on this 3 day of April, 2018, personally appeared the aforesaid declarant Philip Marie Messmer, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he/she executed the same as his/her free act and deed. I certify under penalty of perjury under the laws of the State of CALIFORNIA and the United States that the foregoing paragraph is true and correct. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of SAN FRANCISCO, State of CALIFORNIA on the day and year above written.

Anthony Montero 8/13/2019
Notary Public Commission Expiration Date



Notarization

Before me on this _____ day of _____, 20____, personally appeared the aforesaid declarant _____, to me known to be the person described in and who executed the foregoing instrument and acknowledged that he/she executed the same as his/her free act and deed. I certify under penalty of perjury under the laws of the State of _____ and the United States that the foregoing paragraph is true and correct. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of _____, State of _____ on the day and year above written.

Notary Public Commission Expiration Date

Place Notary Seal/Signature Here

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California
County of SAN FRANCISCO)

On APRIL 3, 2018 before me, ANTHONY MONTERO, NOTARY PUBLIC
(insert name and title of the officer)

personally appeared ABIGAIL MARIE MESSMER *****,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

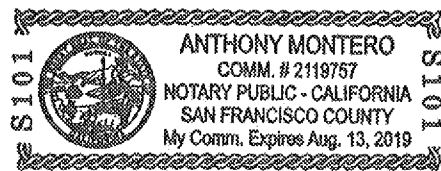
I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Anthony Montero

(Seal)



NOTICE TO PERSON ACCEPTING THE APPOINTMENT AS ATTORNEY-IN-FACT

BY ACTING OR AGREEING TO ACT AS THE AGENT (ATTORNEY-IN-FACT) UNDER THIS POWER OF ATTORNEY, YOU ASSUME THE **FIDUCIARY AND OTHER LEGAL RESPONSIBILITIES OF AN AGENT**. THESE RESPONSIBILITIES INCLUDE:

1. THE LEGAL DUTY TO ACT SOLELY IN THE INTEREST OF THE PRINCIPAL AND TO AVOID CONFLICTS OF INTEREST.
2. THE LEGAL DUTY TO KEEP THE PRINCIPAL'S PROPERTY SEPARATE AND DISTINCT FROM ANY OTHER PROPERTY OWNED OR CONTROLLED BY YOU.

YOU MAY NOT TRANSFER THE PRINCIPAL'S PROPERTY TO YOURSELF WITHOUT FULL AND ADEQUATE CONSIDERATION OR ACCEPT A GIFT OF THE PRINCIPAL'S PROPERTY UNLESS THIS POWER OF ATTORNEY SPECIFICALLY AUTHORIZES YOU TO TRANSFER PROPERTY TO YOURSELF OR ACCEPT A GIFT OF THE PRINCIPAL'S PROPERTY. IF YOU TRANSFER THE PRINCIPAL'S PROPERTY TO YOURSELF WITHOUT SPECIFIC AUTHORIZATION IN THE POWER OF ATTORNEY, YOU MAY BE PROSECUTED FOR FRAUD AND/OR EMBEZZLEMENT. IF THE PRINCIPAL IS 65 YEARS OF AGE OR OLDER AT THE TIME THAT THE PROPERTY IS TRANSFERRED TO YOU WITHOUT AUTHORITY, YOU MAY ALSO BE PROSECUTED FOR ELDER ABUSE UNDER CALIFORNIA PENAL CODE SECTION 368 OR OTHER SIMILAR STATUTES. IN ADDITION TO CRIMINAL PROSECUTION, YOU MAY ALSO BE SUED IN CIVIL COURT.

I HAVE READ THE FOREGOING NOTICE AND I UNDERSTAND THE LEGAL AND FIDUCIARY DUTIES THAT I ASSUME BY ACTING OR AGREEING TO ACT AS THE AGENT (ATTORNEY-IN-FACT) UNDER THE TERMS OF THIS POWER OF ATTORNEY.

REEDHEIN & ASSOCIATES, LLC

DATE: _____

BY: _____
(SIGNATURE OF AGENT)

(PRINT NAME)